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ATTORNEYS FOR DEBTOR SUPERIOR AIR PARTS, INC.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	Case No. 08-36705
	§	
SUPERIOR AIR PARTS, INC.,	§	Chapter 11
	§	
Debtor.	§	

DEBTOR'S MOTION TO RETURN RECLAIMED GOODS

TO: THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE

Superior Air Parts, Inc., Debtor-in-Possession ("Superior" or "Debtor"), files this Motion to Return Reclaimed Goods pursuant to 11 U.S.C. § 546(h) and in support, offers the following:

1. The Debtor received written reclamation demands from four suppliers: Avall, Inc., Mahle Engine Components USA, Inc., Seal Science, Inc., and Emag Ignitions (TM) ("the Reclaiming Creditors") pursuant to Section 2-702 of the Uniform Commercial Code and Section 546(c) of the Bankruptcy Code, wherein the Reclaiming Creditors demanded that all goods received by the Debtor within 45 days prior to the filing of this case be returned.

2. 11 U.S.C. § 546(c) provides, in part, that the rights of the trustee are subject to the “right of a seller of goods that has sold goods to the debtor, in the ordinary course of such seller’s business, to reclaim such goods if the debtor has received such goods while insolvent.” The reclaiming creditors’ rights are subject to any prior security interests; however, there are no perfected security interests in the Debtor’s inventory. Reclamation is limited to goods delivered 45 days prior to the bankruptcy filing. Reclaiming Creditors must demand reclamation no later than 20 days after the date of commencement of the case. 11 U.S.C. § 546(c); *In re Dana Corporation*, 367 B.R. 409, 415 (Bankr. S.D.N.Y. 2007).

3. All of the demands were received by Superior on or before 20 days after the commencement of this case and the inventory items at issue were received by Superior within 45 days of the filing of this case and were delivered in the ordinary course of business.

4. Upon receipt of each demand, Superior identified and segregated the remaining inventory on hand subject to the particular reclamation claim. Superior prepared spreadsheets for each Reclaiming Creditor identifying the goods subject to the reclamation claims, the goods remaining in inventory when the demand was received, and the purchase price for each such item, which are attached as Exhibit A to this Motion.

5. Debtor hereby seeks authority to return the goods on hand at the time the reclamation demands were received for a credit on the purchase price for each item returned in the amount reflected under “Credit Due” in the attached Exhibit A. Section 546(h) provides that if the Court, after notice and hearing, determines that it is in the

best interest of the estate, the Debtor may return goods to the reclaiming creditors and offset the purchase price of the returned goods against any claims of the reclaiming creditors against the Debtor that arose before the commencement of the case.

WHEREFORE, the Debtor requests that the Court enter its Order allowing the Debtor to return goods to the Reclaiming Creditors so that the Debtor may offset the purchase price of any reclaimed goods against any claims of the Reclaiming Creditors. Further, the Debtor requests such other and further relief as this Court may deem just and proper.

Respectfully submitted,

/s/ Stephen A. Roberts

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**Bankruptcy Attorneys for Debtor Superior
Air Parts, Inc.**

CERTIFICATE OF CONFERENCE

Counsel for Debtor has conferred with counsel for the committee of unsecured creditors, who do not oppose this Motion. On February 19, 2009, counsel provided Aviall, Inc., Mahle Engine Components USA, Inc., Seal Science, Inc., and Emag Ignitions a copy of the Motion along with an itemized description of the items to be returned. These claimants have not indicated that they oppose the Motion. The other creditors in this case are too numerous to contact prior to filing this Motion, and the Debtor cannot reasonably anticipate whether the other creditors will oppose this Motion.

/s/ Stephen A. Roberts
Stephen A. Roberts

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served upon the parties on the attached service list via First Class U.S. Mail, postage prepaid March 5, 2009.

/s/ Stephen A. Roberts
Stephen A. Roberts

Theilert Aircraft Engines
Nieritzstr 14 D-01097
Dresden Germany

Mahle Engine Components
60428 Marine Road
Atlantic IA 50022-8291

KS-Pistoes
Rodovia Arnald, Julio Mauberg
4000 Disrito Industrial No
Nova Odessa SP Brasil CAIZA Postal
91 CEP 13460-000

Airsure Limited
15301 Spectrum Drive, #500
Addison, TX 75001

ECK Industries, Inc.
1602 North 8th Street
Manitowoc, WI 54221-0967

Mahle Engine Components
14161 Manchester Road
Manchester, MO 63011

Crane Cams
530 Fentress Blvd
Daytona Beach, FL 32114

Corley Gasket Co.
6555 Hunnicut Road
Dallas TX 75227

Saturn Fasteners Inc.
425 S. Varney St.
Burbank, CA 91502

Champion Aerospace, Inc.
1230 Old Norris Road
Liberty, SC 29654-0686

Ohio Gasket & Shim
976 Evans Ave.
Akron, OH 44305

Gerhardt Gear
133 East Santa Anita
Burbank CA 91502-1926

Automatic Screw Machine
709 2nd Avenue SE
Decatur, AL 35601

Helio Precision Products
601 North Skokie Highway
Lake Bluff, IL 60044

Knappe & Koester Inc.
18 Bradco Street
Keen, NH 3431

Garlock-Metallic Gasket Div
250 Portwall St., Ste. 300
Houston, TX 77029

AOPA Pilot
PO Box 973
Frederick, MD 21701

Mahle Engine Components
17226 Industrial HWY
Caldwell, OH 43724-9779

Genesee Stamping & Fabricating
1470 Avenue T
Grand Prairie, TX 75050-1222

Seal Science
17131 Daimler
Irvine, CA 92614-5508

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Walled Lake, MI 48390

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1800 International Blvd. #800
Seattle, WA 98188

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Chatham, VA 24531

Ruhrtaler Gesenkschmiede
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GMBH

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U.S. Department of Justice
Office of the United States Trustee
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EXHIBIT A

E-MAG IGNITIONS RECLAMATION DEMAND

Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	\$\$
SUPERIOR PACK "2P"	106312	1970	\$ 2,133.40	1	1	0	\$2,133.40

SEAL SCIENCE RECLAMATION DEMAND

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Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	\$\$
SA641607	106310	61082	0.339	5000	5000	0	\$1,695.00
SL14260	106159	60949	0.72	1500	1500	0	\$1,080.00
SL72075	106078	60622	0.165	5000	5000	0	\$825.00
SL62869	105549	60758	0.55	1200	1200	0	\$660.00
SA21477	106295	60552	0.105	5500	4613	(887)	\$484.37
SL12136	105655	60448	0.72	450	450	0	\$324.00
SL13641	105655	60448	0.498	950	816	(134)	\$406.37
SA632050	105655	60315	0.973	950	950	0	\$924.35
SL12136	105655	60315	0.72	1000	999	(1)	\$719.28
SA638172	105655	60315	0.252	4900	3882	(1018)	\$978.26
							\$8,096.63

MAHLE RECLAMATION DEMAND

Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	\$\$
SA5209 P05	105988	2281937	\$4.175	751	751	0	\$3,135.43
SL78862 P10	105926	2281960	\$17.338	474	474	0	\$8,218.21
SL78862 P10	105926	2281941	\$17.338	150	150	0	\$2,600.70
SA630678 P05	106221	2281942	\$6.534	500	480	(20)	\$3,136.32
SA4707 P15	105533	2281936	\$9.760	501	501	0	\$4,889.76
SA5004 P05	106190	2281939	\$11.084	140	140	0	\$1,551.76
SL74241A	105990	2281940	\$10.153	1863	1863	0	\$18,915.04
SL73998A	105925	2281943	\$5.333	707	707	0	\$3,770.43
SA4003 P15	105987	2281938	\$14.047	890	890	0	\$12,501.83
SL74673A	105798	2281871	\$8.329	3200	2512	(688)	\$20,922.45
SA646288	105369	CC933246	\$14.500	2808	2808	0	\$40,716.00
SA530658	105369	CC932869	\$2.150	4500	4481	(19)	\$9,634.15
SL13884A	105681	7209050	\$70.449	795	795	0	\$56,006.96
SL13884A M10	105681	7209050	\$70.449	255	237	(18)	\$16,696.41
SA634503 M10	105721	7209050	\$13.140	471	469	(2)	\$6,162.66
SL11575A	105647	7209505	\$21.111	778	728	(50)	\$15,368.81
SL11575A M03	105647	7209505	\$21.111	257	257	0	\$5,425.53
SA630464 M10	105822	7209273	\$15.350	572	572	0	\$8,780.20
SL74309A	105824	7209273	\$9.781	532	532	0	\$5,203.49
SL74309A M03	105824	7209273	\$9.781	533	533	0	\$5,213.27
SL11020	105744	7209190	\$12.926	805	692	(113)	\$8,944.79
SL11020 M06	105744	7209190	\$12.926	271	271	0	\$3,502.95
SL11020	105820	7209190	\$12.926	304	304	0	\$3,929.50
SL11020 M03	105820	7209190	\$12.926	510	510	0	\$6,592.26
SL11020 M06	105820	7209190	\$12.926	271	271	0	\$3,502.95
SL13521A	105823	7209190	\$5.917	1503	1503	0	\$8,893.25
SL13521A M03	105823	7209190	\$5.917	540	540	0	\$3,195.18

\$287,410.28

AVIAL RECLAMATION DEMAND

Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	\$\$
4771	106341	4623666	\$1,895.84	1	0	(1)	\$0.00
4771 CORE CHARGE	106341	4623666	\$150.00	1	0	(1)	\$0.00
654857	106352	4630627	\$220.90	2	0	(2)	\$0.00
18D19394	106373	4664485	\$23.11	1	1	0	\$23.11
							\$23.11

AVIAL RECLAMATION DEMAND

Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	Credit Due
4771	106341	4623666	\$1,895.84	1	0	(1)	\$0.00
4771 CORE CHARGE	106341	4623666	\$150.00	1	0	(1)	\$0.00
654857	106352	4630627	\$220.90	2	0	(2)	\$0.00
18D19394	106373	4664485	\$23.11	1	1	0	\$23.11
							\$23.11

MAHLE RECLAMATION DEMAND

Item #	PO#	Invoice #	Unit Price	Qty Shipped	Qty at SAP	Qty Difference	Credit Due
SA5209 P05	105988	2281937	\$4.175	751	751	0	\$3,135.43
SL78862 P10	105926	2281960	\$17.338	474	474	0	\$8,218.21
SL78862 P10	105926	2281941	\$17.338	150	150	0	\$2,600.70
SA630678 P05	106221	2281942	\$6.534	500	480	(20)	\$3,136.32
SA4707 P15	105533	2281936	\$9.760	501	501	0	\$4,889.76
SA5004 P05	106190	2281939	\$11.084	140	140	0	\$1,551.76
SL74241A	105990	2281940	\$10.153	1863	1863	0	\$18,915.04
SL73998A	105925	2281943	\$5.333	707	707	0	\$3,770.43
SA4003 P15	105987	2281938	\$14.047	890	890	0	\$12,501.83
SL74673A	105798	2281871	\$8.329	3200	2512	(688)	\$20,922.45
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SA530658	105369	CC932869	\$2.150	4500	4481	(19)	\$9,634.15
SL13884A	105681	7209050	\$70.449	795	795	0	\$56,006.96
SL13884A M10	105681	7209050	\$70.449	255	237	(18)	\$16,696.41
SA634503 M10	105721	7209050	\$13.140	471	469	(2)	\$6,162.66
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SL11020 M06	105744	7209190	\$12.926	271	271	0	\$3,502.95
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SL11020 M06	105820	7209190	\$12.926	271	271	0	\$3,502.95
SL13521A	105823	7209190	\$5.917	1503	1503	0	\$8,893.25
SL13521A M03	105823	7209190	\$5.917	540	540	0	\$3,195.18

\$287,410.28

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SA638172	105655	60315	0.252	4900	3882	(1018)	\$978.26
							\$8,096.63